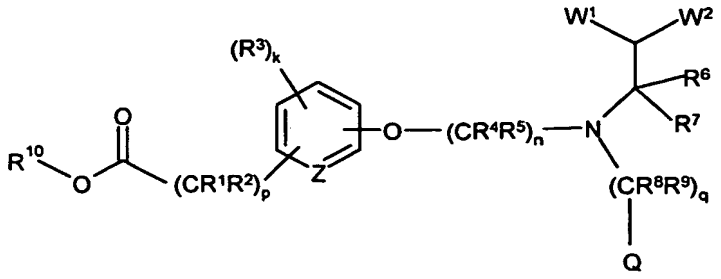
What is claimed is:

1. A compound of Formula I:



I

wherein:

Z is CH, CR^3 or N; wherein when Z is CH or CR^3, k is 0-4 and when Z is N, k is 0-3;

p is 0-8;

n is 2-8;

q is 0 or 1;

Q is selected from C_3-C_8 cycloalkyl, phenyl, and monocyclic Het; wherein said C_3-C_8 cycloalkyl, phenyl and monocyclic Het are optionally unsubstituted or substituted with one or more groups independently selected from halo, cyano, nitro, C_1-C_6 alkyl, C_3-C_6 alkenyl, C_3-C_6 alkynyl, -C_0-C_6 alkyl-CO_2R^{11}, -C_0-C_6 alkyl-$C(O)SR^{11}$, -C_0-C_6 alkyl-$CONR^{12}R^{13}$, -C_0-C_6 alkyl-COR^{14}, -C_0-C_6 alkyl-$NR^{12}R^{13}$, -C_0-C_6 alkyl-SR^{11}, -C_0-C_6 alkyl-OR^{11}, -C_0-C_6 alkyl-SO_3H, -C_0-C_6 alkyl-$SO_2NR^{12}R^{13}$, -C_0-C_6 alkyl-SO_2R^{11}, -C_0-C_6 alkyl-SOR^{14}, -C_0-C_6 alkyl-$OCOR^{14}$, -C_0-C_6 alkyl-$OC(O)NR^{12}R^{13}$, -C_0-C_6 alkyl-$OC(O)OR^{14}$, -C_0-C_6 alkyl-$NR^{12}C(O)OR^{14}$, -C_0-C_6 alkyl-$NR^{12}C(O)NR^{12}R^{13}$, and -C_0-C_6 alkyl-$NR^{12}COR^{14}$, where said C_1-C_6 alkyl is optionally unsubstituted or substituted by one or more halo substituents;

W^1 and W^2 are each independently C_3-C_8 cycloalkyl or aryl;

each R^1 and R^2 is independently selected from H, C_1-C_6 alkyl, -OH, -O-C_1-C_6 alkyl, -SH, and -S-C_1-C_6 alkyl;

each R^3 is the same or different and is independently selected from halo, cyano, nitro, C_1-C_6 alkyl, C_3-C_6 alkenyl, C_3-C_6 alkynyl, -C_0-C_6 alkyl-Ar, -C_0-C_6 alkyl-Het, -C_0-C_6 alkyl-C_3-C_7 cycloalkyl, -C_0-C_6 alkyl-CO_2R^{11}, -C_0-C_6 alkyl-$C(O)SR^{11}$, -C_0-C_6 alkyl-$CONR^{12}R^{13}$, -C_0-C_6 alkyl-COR^{14}, -C_0-C_6 alkyl-$NR^{12}R^{13}$, -C_0-C_6 alkyl-SR^{11}, -C_0-C_6 alkyl-OR^{11}, -C_0-C_6 alkyl-SO_3H, -C_0-C_6 alkyl-$SO_2NR^{12}R^{13}$, -C_0-C_6 alkyl-SO_2R^{11}, -C_0-C_6 alkyl-SOR^{14},

$-C_0-C_6$ alkyl-$OCOR^{14}$, $-C_0-C_6$ alkyl-$OC(O)NR^{12}R^{13}$, $-C_0-C_6$ alkyl-$OC(O)OR^{14}$, $-C_0-C_6$ alkyl-$NR^{12}C(O)OR^{14}$, $-C_0-C_6$ alkyl-$NR^{12}C(O)NR^{12}R^{13}$, and $-C_0-C_6$ alkyl-$NR^{12}COR^{14}$, wherein said C_1-C_6 alkyl is optionally unsubstituted or substituted by one or more halo substituents;

each R^4 and R^5 is independently H or C_1-C_4 alkyl;

R^6 and R^7 are each independently H or C_1-C_4 alkyl;

R^8 and R^9 are each independently H or C_1-C_4 alkyl;

R^{10} is selected from H, C_1-C_8 alkyl, C_3-C_8 alkenyl, C_3-C_8 alkynyl, $-C_0-C_6$ alkyl-Ar, $-C_0-C_6$ alkyl-Het and $-C_0-C_6$ alkyl-C_3-C_7 cycloalkyl;

R^{11} is selected from H, C_1-C_8 alkyl, C_3-C_6 alkenyl, C_3-C_6 alkynyl, $-C_0-C_6$ alkyl-Ar, $-C_0-C_6$ alkyl-Het and $-C_0-C_6$ alkyl-C_3-C_7 cycloalkyl;

each R^{12} and each R^{13} are independently selected from H, C_1-C_8 alkyl, C_3-C_6 alkenyl, C_3-C_6 alkynyl, $-C_0-C_6$ alkyl-Ar, $-C_0-C_6$ alkyl-Het and $-C_0-C_6$ alkyl-C_3-C_7 cycloalkyl, or R^{13} and R^{14} together with the nitrogen to which they are attached form a 4-7 membered heterocyclic ring which optionally contains one or more additional heteroatoms selected from N, O, and S; and

R^{14} is selected from C_1-C_6 alkyl, C_3-C_6 alkenyl, C_3-C_6 alkynyl, $-C_0-C_6$ alkyl-Ar, $-C_0-C_6$ alkyl-Het and $-C_0-C_8$ alkyl-C_3-C_7 cycloalkyl;

provided that R^{10} is not H or methyl when p is 1 and R^1 and R^2 are each H, k is 0, n is 3 and each R^4 and R^5 are H, q is 1 and R^8 and R^9 are each H, Q is unsubstituted phenyl or 4-methoxyphenyl or 2-chloro-3-trifluoromethyl-phenyl, R^6 and R^7 are each H, W^1 is unsubstituted phenyl and W^2 is unsubstituted phenyl or unsubstituted cyclohexyl;

or a pharmaceutically acceptable salt or solvate thereof.

2. The compound according to claim 1, wherein p is 0 or 1.

3. The compound according to any of claims 1-2, wherein R^1 and R^2 are each H, or one of R^1 or R^2 is H and the other of R^1 or R^2 is C_1-C_4 alkyl or both R^1 and R^2 are C_1-C_3 alkyl.

4. The compound according to any of claims 1-2, wherein R^1 and R^2 are each H, or one of R^1 or R^2 is H and the other of R^1 or R^2 is methyl, ethyl, propyl, butyl, or sec-butyl, or R^1 and R^2 are both methyl or ethyl.

5. The compound according to any of claims 1-4, wherein R^{10} is H or C_1-C_4 alkyl.

6. The compound according to any of claims 1-5, wherein Z is CH.

7. The compound according to any of claims 1-6, wherein k is 0 or 1.

8. The compound according to any of claims 1-7, wherein R^3 is selected from halo, C_1-C_4 alkyl and C_1-C_4 alkoxy.

9. The compound according to any of claims 1-8, wherein n is 2-4.

10. The compound according to any of claims 1-9, wherein n is 3.

11. The compound according to any of claims 1-10, wherein q is 1.

12. The compound according to any of claims 1-11, wherein R^6, R^7, R^8 and R^9 are each H.

13. The compound according to any of claims 1-12, wherein Q is a substituted phenyl group containing one, two, or three substituents selected from halo, C_1-C_4 alkoxy and C_1-C_4 alkyl or Q is substituted pyridyl group containing one C_1-C_4 alkyl substituent.

14. The compound according to any of claims 1-13, wherein Q is a substituted phenyl group containing one, two, or three substituents selected from -F, -Cl, $-CF_3$, $-OCH_3$, and $-CH(CH_3)_2$, or Q is 6-methyl-pyridin-2-yl.

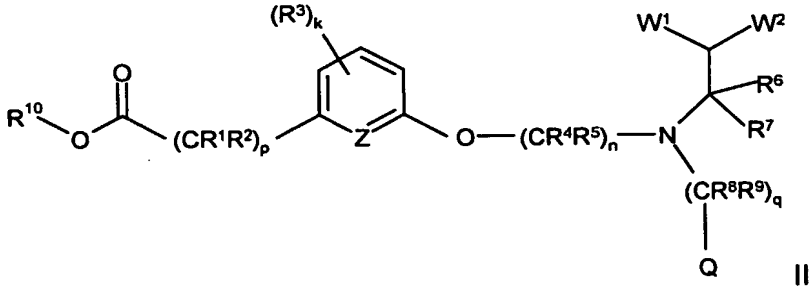
15. The compound according to any of claims 1-14, wherein Q is a 2-chloro-3-(trifluoromethyl)phenyl group.

16. The compound according to any of claims 1-15, wherein W^1 and W^2 are each aryl or one of W^1 or W^2 is aryl and the other of W^1 or W^2 is cyclopentyl.

17 The compound according to any of claims 1-16, wherein W^1 and W^2 are each independently selected from unsubstituted cyclopentyl, unsubstituted phenyl and mono-substituted phenyl, where the phenyl is substituted by halo.

18. The compound according to any of claims 1-17, wherein W^1 and W^2 are both unsubstituted phenyl, or one of W^1 or W^2 is unsubstituted phenyl and the other of W^1 or W^2 is cyclopentyl, or W^1 and W^2 are both fluoro-substituted phenyl or one of W^1 or W^2 is unsubstituted phenyl and the other of W^1 or W^2 is chloro-substituted phenyl.

19. A compound of Formula II:



II

wherein:

Z is CH or N;

Q is phenyl or monocyclic Het; wherein said phenyl and monocyclic Het are optionally unsubstituted or substituted with one or more groups independently selected from halo, cyano, nitro, C_1-C_6 alkyl, C_3-C_6 alkenyl, C_3-C_6 alkynyl, -C_0-C_4 alkyl-CO_2R^{11}, -C_0-C_4 alkyl-$C(O)SR^{11}$, -C_0-C_4 alkyl-$CONR^{12}R^{13}$, -C_0-C_4 alkyl-COR^{14}, -C_0-C_4 alkyl-$NR^{12}R^{13}$, -C_0-C_4 alkyl-SR^{11}, -C_0-C_4 alkyl-OR^{11}, -C_0-C_4 alkyl-SO_3H, -C_0-C_4 alkyl-$SO_2NR^{12}R^{13}$, -C_0-C_4 alkyl-SO_2R^{11}, -C_0-C_4 alkyl-SOR^{14}, -C_0-C_4 alkyl-$OCOR^{14}$, -C_0-C_4 alkyl-$OC(O)NR^{12}R^{13}$, -C_0-C_4 alkyl-$OC(O)OR^{14}$, -C_0-C_4 alkyl-$NR^{12}C(O)OR^{14}$, -C_0-C_4 alkyl-$NR^{12}C(O)NR^{12}R^{13}$, and -C_0-C_4 alkyl-$NR^{12}COR^{14}$, where said C_1-C_6 alkyl is optionally unsubstituted or substituted by one or more halo substituents,

p is 0-4;

k is 0, 1 or 2;

n is 2-4;

q is 0 or 1;

W^1 and W^2 are each independently C_3-C_6 cycloalkyl or aryl;

each R^1 and R^2 is independently selected from H, C_1-C_4 alkyl, -OH, -O-C_1-C_4 alkyl, -SH, and -S-C_1-C_4 alkyl;

each R^3 is the same or different and is independently selected from halo, cyano, C_1-C_6 alkyl, -C_0-C_4 alkyl-$NR^{12}R^{13}$, -C_0-C_4 alkyl-OR^{11}, -C_0-C_4 alkyl-$SO_2NR^{12}R^{13}$, and -C_0-C_4 alkyl-CO_2H, wherein said C_1-C_6 alkyl is optionally unsubstituted or substituted by one or more halo substituents;

each R^4 and R^5 is independently H or C_1-C_4 alkyl;

R^6 and R^7 are each independently H or C_1-C_4 alkyl;

R^8 and R^9 are each independently H or C_1-C_4 alkyl;

R^{10} is selected from H, C_1-C_6 alkyl, -C_0-C_4 alkyl-Ar, -C_0-C_4 alkyl-Het and -C_0-C_4 alkyl-C_3-C_6 cycloalkyl;

R^{11} is selected from H, C_1-C_6 alkyl, -C_0-C_4 alkyl-Ar, -C_0-C_4 alkyl-Het and -C_0-C_4 alkyl-C_3-C_7 cycloalkyl;

each R^{12} and each R^{13} are independently selected from H, C_1-C_6 alkyl, -C_0-C_4 alkyl-Ar, -C_0-C_4 alkyl-Het and -C_0-C_4 alkyl-C_3-C_7 cycloalkyl, or R^{12} and R^{13} together with the nitrogen to which they are attached form a 4-7 membered heterocyclic ring which optionally contains one or more additional heteroatoms selected from N, O, and S; and

R^{14} is selected from C_1-C_6 alkyl, -C_0-C_4 alkyl-Ar, -C_0-C_4 alkyl-Het and -C_0-C_4 alkyl-C_3-C_7 cycloalkyl;

provided that R^{10} is not H or methyl when p is 1 and R^1 and R^2 are each H, k is 0, n is 3 and each R^4 and R^5 are H, q is 1 and R^8 and R^9 are each H, Q is unsubstituted phenyl or 4-methoxyphenyl or 2-chloro-3-trifluoromethyl-phenyl, R^6 and R^7 are each H, W^1 is unsubstituted phenyl and W^2 is unsubstituted phenyl or unsubstituted cyclohexyl;

or a pharmaceutically acceptable salt or solvate thereof.

20. The compound according to claim 1 or 19, wherein R^4, R^5, R^6, R^7, R^8 and R^9 are each H; at least one of R^1 or R^2 is methyl, ethyl, propyl butyl or sec-butyl or both of R^1 and R^2 are methyl or ethyl; R^{10} is H or methyl; Q is 2-chloro-3-(trifluoromethyl)phenyl; W^1 and W^2 are both unsubstituted phenyl, or one of W^1 or W^2 is unsubstituted phenyl and the other of W^1 or W^2 is cyclopentyl, or W^1 and W^2 are both fluoro-substituted phenyl or one of W^1 or W^2 is unsubstituted phenyl and the other of W^1 or W^2 is chloro-substituted phenyl; Z is CH; p is 0, 1 or 2; n is 3; q is 1; k is 0 or 1 and R^3 is Cl, Br or methyl; or a pharmaceutically acceptable salt or solvate thereof.

21. The compound according to claim 1 or 19, wherein R^6, R^7, R^8 and R^9 are each H; R^1 and R^2 are each independently H or methyl; at least one R^4 or R^5 is methyl; R^{10} is H or methyl; Q is a substituted phenyl group containing one, two, or three substituents selected from -F, -Cl, $-CF_3$, $-OCH_3$, and $-CH(CH_3)_2$; W^1 and W^2 are unsubstituted phenyl; Z is CH; p is 1; n is 3; q is 1; and k is 0; or a pharmaceutically acceptable salt or solvate thereof.

22. The compound according to claims 1 or 19, selected from:

(*R*)-2-(3-{3-[[2-chloro-3-(trifluoromethyl)benzyl](2,2-diphenylethyl)amino]-2-methyl-propoxy}-phenyl)acetic acid methyl ester;

(*R*)-2-(3-{3-[[2-chloro-3-(trifluoromethyl)benzyl](2,2-diphenylethyl)amino]-2-methyl-propoxy}-phenyl)acetic acid;

(*S*)-2-(3-{3-[[2-chloro-3-(trifluoromethyl)benzyl](2,2-diphenylethyl)amino]-2-methyl-propoxy}-phenyl)acetic acid;

(*R*)-2-(3-{3-[[2-chloro-3-(trifluoromethyl)benzyl](2,2-diphenylethyl)amino]-1-methyl-propoxy}-phenyl)acetic acid methyl ester;

(*R*)-2-(3-{3-[[2-chloro-3-(trifluoromethyl)benzyl](2,2-diphenylethyl)amino]-1-methyl-propoxy}-phenyl)acetic acid;

(*S*)-2-(3-{3-[[2-chloro-3-(trifluoromethyl)benzyl](2,2-diphenylethyl)amino]-1-methyl-propoxy}-phenyl)acetic acid;

(*R*)-2-(3-{3-[[2-chloro-3-(trifluoromethyl)benzyl](2,2-diphenylethyl)amino]-3-methyl-propoxy}-phenyl)acetic acid;

(*S*)-2-(3-{3-[[2-chloro-3-(trifluoromethyl)benzyl](2,2-diphenylethyl)amino]-3-methyl-propoxy}-phenyl)acetic acid;

(*R*)-2-(3-{3-[[2-fluoro-3-(trifluoromethyl)benzyl](2,2-diphenylethyl)amino]-2-methyl-propoxy}-phenyl)acetic acid;

(*R*)-2-(3-{3-[[3-(trifluoromethyl)-4-fluoro-benzyl](2,2-diphenylethyl)amino]-2-methyl-propoxy}-phenyl)acetic acid;

(*R*)-2-(3-{3-[[6-methyl-pyridin-2-ylmethyl](2,2-diphenylethyl)amino]-2-methyl-propoxy}-phenyl)acetic acid;

(*R*)-2-(3-{3-[[2,4-dimethoxy-benzyl](2,2-diphenylethyl)amino]-2-methyl-propoxy}-phenyl)acetic acid;

(*R*)-2-(3-{3-[[4-methoxy-benzyl](2,2-diphenylethyl)amino]-2-methyl-propoxy}-phenyl)acetic acid;

(*R*)-2-(3-{3-[[2-fluoro-4-methoxy-benzyl](2,2-diphenylethyl)amino]-2-methyl-propoxy}-phenyl)acetic acid;

(*R*)-2-(3-{3-[[3-fluoro-4-methoxy-benzyl](2,2-diphenylethyl)amino]-2-methyl-propoxy}-phenyl)acetic acid;

(*R*)-2-(3-{3-[[2,4-dimethoxybenzyl](2,2-diphenylethyl)amino]-1-methyl-propoxy}-phenyl)acetic acid;

(*R*)-2-(3-{3-[[4-methoxybenzyl](2,2-diphenylethyl)amino]-1-methyl-propoxy}-phenyl)acetic acid;

(*R*)-2-(3-{3-[[2-fluoro-4-methoxybenzyl](2,2-diphenylethyl)amino]-1-methyl-propoxy}-phenyl)acetic acid;

(*R*)-2-(3-{3-[[3-trifluoromethylbenzyl](2,2-diphenylethyl)amino]-1-methyl-propoxy}-phenyl)acetic acid;

(*R*)-2-(3-{3-[[2-fluoro-3-(trifluoromethyl)benzyl](2,2-diphenylethyl)amino]-1-methyl-propoxy}-phenyl)acetic acid;

(*R*)-2-(3-{3-[[3-(trifluoromethyl)-4-fluoro-benzyl](2,2-diphenylethyl)amino]-1-methyl-propoxy}-phenyl)acetic acid;

(*R*)-2-(3-{3-[[3-fluoro-4-methoxybenzyl](2,2-diphenylethyl)amino]-1-methyl-propoxy}-phenyl)acetic acid;

(*R*)-2-(3-{3-[[2-chlorobenzyl](2,2-diphenylethyl)amino]-3-methyl-propoxy}-phenyl)acetic acid;

(*R*)-2-(3-{3-[[3-trifluoromethylbenzyl](2,2-diphenylethyl)amino]-3-methyl-propoxy}-phenyl)acetic acid;

(*R*)-2-(3-{3-[[2-fluoro-(3-trifluoromethyl)benzyl](2,2-diphenylethyl)amino]-3-methyl-propoxy}-phenyl)acetic acid;

(*R*)-2-(3-{3-[[3-trifluoromethyl-4-fluoro-benzyl](2,2-diphenylethyl)amino]-3-methyl-propoxy}-phenyl)acetic acid;

(*R*)-2-(3-{3-[[2,4-dimethoxybenzyl](2,2-diphenylethyl)amino]-3-methyl-propoxy}-phenyl)acetic acid;

(*R*)-2-(3-{3-[[4-methoxybenzyl](2,2-diphenylethyl)amino]-3-methyl-propoxy}-phenyl)acetic acid;

(*R*)-2-(3-{3-[[2-fluoro-4-methoxybenzyl](2,2-diphenylethyl)amino]-3-methyl-propoxy}-phenyl)acetic acid;

(*R*)-2-(3-{3-[[2-chloro-3,4-dimethoxybenzyl](2,2-diphenylethyl)amino]-3-methyl-propoxy}-phenyl)acetic acid;

(*R*)-2-(3-{3-[[3-fluoro-4-methoxybenzyl](2,2-diphenylethyl)amino]-3-methyl-propoxy}-phenyl)acetic acid;

(3-{(R)-[(2,2-diphenyl-ethyl)-(4-isopropyl-benzyl)-amino]-methyl-propoxy}-phenyl)-acetic acid;

3-{3-[[2-chloro-3-(trifluoromethyl)benzyl](2,2-diphenylethyl)amino]-propoxy}-4-methyl-benzoic acid;

(3-{3-[[2,2-(bis-(4-fluoro-phenyl)-ethyl]-(2-chloro-3-(trifluoromethyl)-benzyl)-amino]-propoxy}-phenyl)- acetic acid;

(3-{3-[[2,2-(bis-(3-fluoro-phenyl)-ethyl]-(2-chloro-3-(trifluoromethyl)-benzyl)-amino]-propoxy}-phenyl)- acetic acid;

rac-(3-{3-[[2-phenyl-2-(*o*-chloro-phenyl)-ethyl]-(2-chloro-3-(trifluoromethyl)-benzyl)-amino]-propoxy}-phenyl)- acetic acid;

2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-2,2-diphenylethyl-amino]-propoxy}-phenyl)-butyric acid;

2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-2,2-diphenylethyl-amino]-propoxy}-phenyl)-pentanoic acid;

2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-2,2-diphenylethyl-amino]-propoxy}-phenyl)-hexanoic acid;

2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-2,2-diphenylethyl-amino]-propoxy}-phenyl)-4-methyl-pentanoic acid;

2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-2,2-diphenylethyl-amino]-propoxy}-phenyl)-2-ethyl-butyric acid methyl ester;

2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-2,2-diphenylethyl-amino]-propoxy}-phenyl)-2-ethyl-butyric acid;

2-(3-{(R)-3-[(2-chloro-3-trifluoromethyl-benzyl)-2,2-diphenylethyl-amino]-butoxy}-phenyl)-2-methyl-propionic acid;

3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-2,2-diphenylethyl-amino]-propoxy}-benzoic acid methyl ester;

3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-2,2-diphenylethyl-amino]-propoxy}-benzoic acid;

2-bromo-5-{3-[(2-chloro-3-trifluoromethyl-benzyl)-2,2-diphenylethyl-amino]-propoxy}-benzoic acid;

(2-bromo-5-{3-[(2-chloro-3-trifluoromethyl-benzyl)-2,2-diphenylethyl-amino]-propoxy}-phenyl)-acetic acid;

N-(2-phenyl-2-cyclopentylethyl)-*N*-(2-chloro-3-trifluoromethylbenzyl)-3-(3-carboxymethylenephenoxy)propylamine;

N-(2,2-diphenylethyl)-N-(2-chloro-3-trifluoromethylbenzyl)-3-(3-carboxyphenoxy)propylamine;

N-(2,2-diphenylethyl)-*N*-(2-chloro-3-trifluoromethylbenzyl)-2,2-dimethyl-3-(3-aminopropoxy)phenylpropionic acid;

(3-chloro-4-{3-[(2-chloro-3-trifluoromethyl-benzyl)-2,2-diphenylethyl-amino]-propoxy}-phenyl)-acetic acid methyl ester;

(3-chloro-4-{3-[(2-chloro-3-trifluoromethyl-benzyl)-2,2-diphenylethyl-amino]-propoxy}-phenyl)-acetic acid;

2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-2,2-diphenylethyl-amino]-propoxy}-phenyl)-2-methyl-propionic acid;

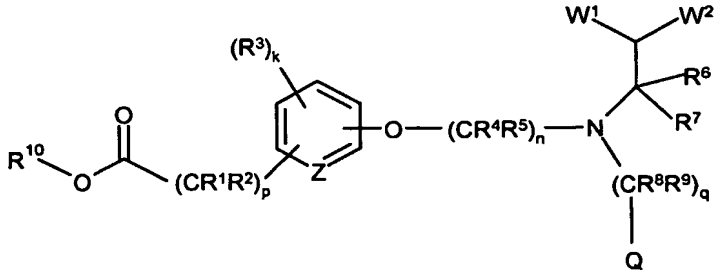
2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-2,2-diphenylethyl-amino]-propoxy}-phenyl)-propionic acid;

and a stereoisomer, a stereoisomeric mixture or racemate thereof and a pharmaceutically acceptable salt or solvate thereof.

23. A pharmaceutical composition comprising a compound according to any one of claims 1-22.

24. The pharmaceutical composition according to claim 23 further comprising a pharmaceutically acceptable carrier or diluent.

25. A method for the prevention or treatment of an LXR mediated disease or condition comprising administering a therapeutically effective amount of a compound having Formula I-A:



I-A

wherein:

Z is CH, CR^3 or N; wherein when Z is CH or CR^3, k is 0-4 and when Z is N, k is 0-3;

p is 0-8;

n is 2-8;

q is 0 or 1;

Q is selected from C_3-C_8 cycloalkyl, phenyl, and monocyclic Het; wherein said C_3-C_8 cycloalkyl, phenyl and monocyclic Het are optionally unsubstituted or substituted with one or more groups independently selected from halo, cyano, nitro,

C_1-C_6 alkyl, C_3-C_6 alkenyl, C_3-C_6 alkynyl, -C_0-C_6 alkyl-CO_2R^{11}, -C_0-C_6 alkyl-$C(O)SR^{11}$, -C_0-C_6 alkyl-$CONR^{12}R^{13}$, -C_0-C_6 alkyl-COR^{14}, -C_0-C_6 alkyl-$NR^{12}R^{13}$, -C_0-C_6 alkyl-SR^{11}, -C_0-C_6 alkyl-OR^{11}, -C_0-C_6 alkyl-SO_3H, -C_0-C_6 alkyl-$SO_2NR^{12}R^{13}$, -C_0-C_6 alkyl-SO_2R^{11}, -C_0-C_6 alkyl-SOR^{14}, -C_0-C_6 alkyl-$OCOR^{14}$, -C_0-C_6 alkyl-$OC(O)NR^{12}R^{13}$, -C_0-C_6 alkyl-$OC(O)OR^{14}$, -C_0-C_6 alkyl-$NR^{12}C(O)OR^{14}$, -C_0-C_6 alkyl-$NR^{12}C(O)NR^{12}R^{13}$, and -C_0-C_6 alkyl-$NR^{12}COR^{14}$, where said C_1-C_6 alkyl is optionally unsubstituted or substituted by one or more halo substituents;

W^1 and W^2 are each independently C_3-C_8 cycloalkyl or aryl;

each R^1 and R^2 is independently selected from H, C_1-C_6 alkyl, -OH, -O-C_1-C_6 alkyl, -SH, and -S-C_1-C_6 alkyl;

each R^3 is the same or different and is independently selected from halo, cyano, nitro, C_1-C_6 alkyl, C_3-C_6 alkenyl, C_3-C_6 alkynyl, -C_0-C_6 alkyl-Ar, -C_0-C_6 alkyl-Het, -C_0-C_6 alkyl-C_3-C_7 cycloalkyl, -C_0-C_6 alkyl-CO_2R^{11}, -C_0-C_6 alkyl-$C(O)SR^{11}$, -C_0-C_6 alkyl-$CONR^{12}R^{13}$, -C_0-C_6 alkyl-COR^{14}, -C_0-C_6 alkyl-$NR^{12}R^{13}$, -C_0-C_6 alkyl-SR^{11}, -C_0-C_6 alkyl-OR^{11}, -C_0-C_6 alkyl-SO_3H, -C_0-C_6 alkyl-$SO_2NR^{12}R^{13}$, -C_0-C_6 alkyl-SO_2R^{11}, -C_0-C_6 alkyl-SOR^{14}, -C_0-C_6 alkyl-$OCOR^{14}$, -C_0-C_6 alkyl-$OC(O)NR^{12}R^{13}$, -C_0-C_6 alkyl-$OC(O)OR^{14}$, -C_0-C_6 alkyl-$NR^{12}C(O)OR^{14}$, -C_0-C_6 alkyl-$NR^{12}C(O)NR^{12}R^{13}$, and -C_0-C_6 alkyl-$NR^{12}COR^{14}$, wherein said C_1-C_6 alkyl is optionally unsubstituted or substituted by one or more halo substituents;

each R^4 and R^5 is independently H or C_1-C_4 alkyl;

R^6 and R^7 are each independently H or C_1-C_4 alkyl;

R^8 and R^9 are each independently H or C_1-C_4 alkyl;

R^{10} is selected from H, C_1-C_8 alkyl, C_3-C_8 alkenyl, C_3-C_8 alkynyl, -C_0-C_6 alkyl-Ar, -C_0-C_6 alkyl-Het and -C_0-C_6 alkyl-C_3-C_7 cycloalkyl;

R^{11} is selected from H, C_1-C_6 alkyl, C_3-C_6 alkenyl, C_3-C_6 alkynyl, -C_0-C_6 alkyl-Ar, -C_0-C_6 alkyl-Het and -C_0-C_6 alkyl-C_3-C_7 cycloalkyl;

each R^{12} and each R^{13} are independently selected from H, C_1-C_6 alkyl, C_3-C_6 alkenyl, C_3-C_6 alkynyl, -C_0-C_6 alkyl-Ar, -C_0-C_6 alkyl-Het and -C_0-C_6 alkyl-C_3-C_7 cycloalkyl, or R^{13} and R^{14} together with the nitrogen to which they are attached form a 4-7 membered heterocyclic ring which optionally contains one or more additional heteroatoms selected from N, O, and S; and

R^{14} is selected from C_1-C_6 alkyl, C_3-C_6 alkenyl, C_3-C_6 alkynyl, -C_0-C_6 alkyl-Ar, -C_0-C_6 alkyl-Het and -C_0-C_6 alkyl-C_3-C_7 cycloalkyl;

provided that R^{10} is not H when p is 1 and R^1 and R^2 are each H, k is 0, n is 3 and each R^4 and R^5 are H, q is 1 and R^8 and R^9 are each H, Q is unsubstituted phenyl or 4-methoxyphenyl or 2-chloro-3-trifluoromethyl-phenyl, R^6 and R^7 are each H, W^1 is unsubstituted phenyl and W^2 is unsubstituted phenyl or unsubstituted cyclohexyl;

or a pharmaceutically acceptable salt or solvate thereof.

26. The method according to claim 25, wherein p is 0 or 1 and q is 1.

27. The method according to any of claims 25-26, wherein R^6, R^7, R^8 and R^9 are each H.

28. The method according to any of claims 25-27, wherein Z is CH.

29. The method according to any of claims 25-28, wherein k is 0 or 1.

30. The method according to any of claims 25-29, wherein R^3 is selected from halo, C_1-C_4 alkyl and C_1-C_4 alkoxy.

31. The method according to any of claims 25-30, wherein n is 3.

32. The method according to any of claims 25-31, wherein R^{10} is H or C_1-C_4 alkyl.

33. The method according to any of claims 25-32, wherein Q is a substituted phenyl group containing one, two, or three substituents selected from halo, C_1-C_4 alkoxy and C_1-C_4 alkyl or Q is substitued pyridyl group containing one C_1-C_4 alkyl substituent.

34. The method according to any of claims 25-33, wherein Q is a substituted phenyl group containing one, two, or three substituents selected from -F, -Cl, $-CF_3$, $-OCH_3$, and $-CH(CH_3)_2$, or Q is 6-methyl-pyridin-2-yl.

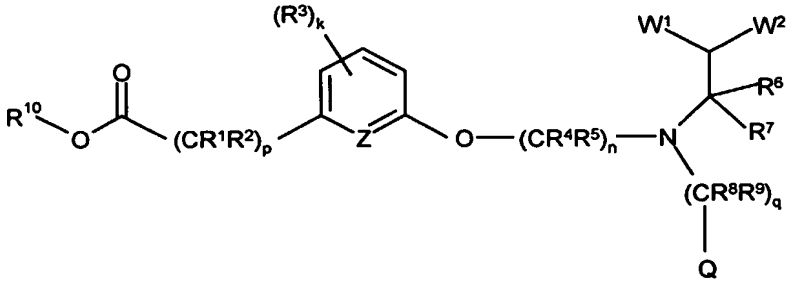
35. The method according to any of claims 25-34, wherein Q is a 2-chloro-3-(trifluoromethyl)phenyl group.

36. The method according to any of claims 25-35, wherein W^1 and W^2 are each aryl or one of W^1 or W^2 is aryl and the other of W^1 or W^2 is cyclopentyl.

37 The method according to any of claims 25-36, wherein W^1 and W^2 are each independently selected from unsubstitued cyclopentyl, unsubstituted phenyl and mono-substituted phenyl, where the phenyl is substitued by halo.

38. The compound according to any of claims 25-37, wherein W^1 and W^2 are both unsubstituted phenyl, or one of W^1 or W^2 is unsubstituetd phenyl and the other of W^1 or W^2 is cyclopentyl, or W^1 and W^2 are both fluoro-substituted phenyl or one of W^1 or W^2 is unsubstituetd phenyl and the other of W^1 or W^2 is chloro-substitued phenyl.

39. A method for the prevention or treatment of an LXR mediated disease or condition comprising administering a therapeutically effective amount of a compound having Formula II-A:



II-A

wherein:

Z is CH or N;

Q is phenyl or monocyclic Het; wherein said phenyl and monocyclic Het are optionally unsubstituted or substituted with one or more groups independently selected from halo, cyano, nitro, C_1-C_6 alkyl, C_3-C_6 alkenyl, C_3-C_6 alkynyl, -C_0-C_4 alkyl-CO_2R^{11}, -C_0-C_4 alkyl-$C(O)SR^{11}$, -C_0-C_4 alkyl-$CONR^{12}R^{13}$, -C_0-C_4 alkyl-COR^{14}, -C_0-C_4 alkyl-$NR^{12}R^{13}$, -C_0-C_4 alkyl-SR^{11}, -C_0-C_4 alkyl-OR^{11}, -C_0-C_4 alkyl-SO_3H, -C_0-C_4 alkyl-$SO_2NR^{12}R^{13}$, -C_0-C_4 alkyl-SO_2R^{11}, -C_0-C_4 alkyl-SOR^{14}, -C_0-C_4 alkyl-$OCOR^{14}$, -C_0-C_4 alkyl-$OC(O)NR^{12}R^{13}$, -C_0-C_4 alkyl-$OC(O)OR^{14}$, -C_0-C_4 alkyl-$NR^{12}C(O)OR^{14}$, -C_0-C_4 alkyl-$NR^{12}C(O)NR^{12}R^{13}$, and -C_0-C_4 alkyl-$NR^{12}COR^{14}$, where said C_1-C_6 alkyl is optionally unsubstituted or substituted by one or more halo substituents,

p is 0-4;

k is 0, 1 or 2;

n is 2-4;

q is 0 or 1;

W^1 and W^2 are each independently C_3-C_6 cycloalkyl or aryl;

each R^1 and R^2 is independently selected from H, C_1-C_4 alkyl, -OH, -O-C_1-C_4 alkyl, -SH, and -S-C_1-C_4 alkyl;

each R^3 is the same or different and is independently selected from halo, cyano, C_1-C_6 alkyl, -C_0-C_4 alkyl-$NR^{12}R^{13}$, -C_0-C_4 alkyl-OR^{11}, -C_0-C_4 alkyl-$SO_2NR^{12}R^{13}$, and -C_0-C_4 alkyl-CO_2H, wherein said C_1-C_6 alkyl is optionally unsubstituted or substituted by one or more halo substituents;

each R^4 and R^5 is independently H or C_1-C_4 alkyl;

R^6 and R^7 are each independently H or C_1-C_4 alkyl;

R^8 and R^9 are each independently H or C_1-C_4 alkyl;

R^{10} is selected from H, C_1-C_6 alkyl, -C_0-C_4 alkyl-Ar, -C_0-C_4 alkyl-Het and -C_0-C_4 alkyl-C_3-C_6 cycloalkyl;

R^{11} is selected from H, C_1-C_6 alkyl, -C_0-C_4 alkyl-Ar, -C_0-C_4 alkyl-Het and -C_0-C_4 alkyl-C_3-C_7 cycloalkyl;

each R^{12} and each R^{13} are independently selected from H, C_1-C_6 alkyl, -C_0-C_4 alkyl-Ar, -C_0-C_4 alkyl-Het and -C_0-C_4 alkyl-C_3-C_7 cycloalkyl, or R^{12} and R^{13} together with the nitrogen to which they are attached form a 4-7 membered heterocyclic ring which optionally contains one or more additional heteroatoms selected from N, O, and S; and

R^{14} is selected from C_1-C_6 alkyl, -C_0-C_4 alkyl-Ar, -C_0-C_4 alkyl-Het and -C_0-C_4 alkyl-C_3-C_7 cycloalkyl;

provided that R^{10} is not H when p is 1 and R^1 and R^2 are each H, k is 0, n is 3 and each R^4 and R^5 are H, q is 1 and R^8 and R^9 are each H, Q is unsubstituted phenyl or 4-methoxyphenyl or 2-chloro-3-trifluoromethyl-phenyl, R^6 and R^7 are each H, W^1 is unsubstituted phenyl and W^2 is unsubstituted phenyl or unsubstituted cyclohexyl;

or a pharmaceutically acceptable salt or solvate thereof.

40. The method according to claim 25 or 39, wherein R^4, R^5, R^6, R^7, R^8 and R^9 are each H; at least one of R^1 or R^2 is methyl, ethyl, propyl butyl or sec-butyl or both of R^1 and R^2 are methyl or ethyl; R^{10} is H or methyl; Q is 2-chloro-3-(trifluoromethyl)phenyl; W^1 and W^2 are both unsubstituted phenyl, or one of W^1 or W^2 is unsubstituetd phenyl and the other of W^1 or W^2 is cyclopentyl, or W^1 and W^2 are both fluoro-substituted phenyl or one of W^1 or W^2 is unsubstituetd phenyl and

the other of W^1 or W^2 is chloro-substitued phenyl; Z is CH; p is 0, 1 or 2; n is 3; q is 1; k is 0 or 1 and R^3 is Cl, Br or methyl; or a pharmaceutically acceptable salt or solvate thereof.

41. The method according to claim 25 or 39, wherein R^6, R^7, R^8 and R^9 are each H; R^1 and R^2 are each independently H or methyl; at least one R^4 or R^5 is methyl; R^{10} is H or methyl; Q is a substituted phenyl group containing one, two, or three substituents selected from -F, -Cl, $-CF_3$, $-OCH_3$, and $-CH(CH_3)_2$; W^1 and W^2 are unsubstituted phenyl; Z is CH; p is 1; n is 3; q is 1; and k is 0; or a pharmaceutically acceptable salt or solvate thereof.

42. The method according to claim 25 or 39 comprising administering a compound selected from:

R)-2-(3-{3-[[2-chloro-3-(trifluoromethyl)benzyl](2,2-diphenylethyl)amino]-2-methyl-propoxy}-phenyl)acetic acid; (*R*)-2-(3-{3-[[2-chloro-3-(trifluoromethyl)benzyl](2,2-diphenylethyl)amino]-1-methyl-propoxy}-phenyl)acetic acid; (*R*)-2-(3-{3-[[2-chloro-3-(trifluoromethyl)benzyl](2,2-diphenylethyl)amino]-3-methyl-propoxy}-phenyl)acetic acid; (*S*)-2-(3-{3-[[2-chloro-3-(trifluoromethyl)benzyl](2,2-diphenylethyl)amino]-3-methyl-propoxy}-phenyl)acetic acid; 3-{3-[[2-chloro-3-(trifluoromethyl)benzyl](2,2-diphenylethyl)amino]-propoxy}-4-methyl-benzoic acid; 2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-2,2-diphenylethyl-amino]-propoxy}-phenyl)-propionic acid; (3-{3-[[2,2-(bis-(3-fluoro-phenyl)-ethyl]-(2-chloro-3-(trifluoromethyl)-benzyl)-amino]-propoxy}-phenyl)- acetic acid hydrochloride salt; *rac*-(3-{3-[[2-phenyl-2-(*o*-chloro-phenyl)-ethyl]-(2-chloro-3-(trifluoromethyl)-benzyl)-amino]-propoxy}-phenyl)- acetic acid hydrochloride salt; (3-chloro-4-{3-[(2-chloro-3-trifluoromethyl-benzyl)-2,2-diphenylethyl-amino]-propoxy}-phenyl)-acetic acid methyl ester; (*R*)-2-(3-{3-[[2,4-dimethoxybenzyl](2,2-diphenylethyl)amino]-3-methyl-propoxy}-phenyl)acetic acid; (*R*)-2-(3-{3-[[4-methoxybenzyl](2,2-diphenylethyl)amino]-3-methyl-propoxy}-phenyl)acetic acid; (*R*)-2-(3-{3-[[2-fluoro-4-methoxybenzyl](2,2-diphenylethyl)amino]-3-methyl-propoxy}-phenyl)acetic acid; (3-{(R)-[(2,2-diphenyl-ethyl)-(4-isopropyl-benzyl)-amino]-methyl-propoxy}-phenyl)-acetic acid; and 2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-2,2-diphenylethyl-amino]-propoxy}-phenyl)-2-methyl-propionic acid hydrochloride salt; and a stereoisomer, a stereoisomeric mixture or racemate thereof and a pharmaceutically acceptable salt or solvate thereof.

43. The method according to claim 25 or 39, wherein said LXR mediated disease or condition is cardiovascular disease.

44. The method according to claim 25 or 39, wherein said LXR mediated disease or condition is atherosclerosis.

45. The method according to claim 25 or 39, wherein said LXR mediated disease or condition is inflammation.

46. A method for increasing reverse cholesterol transport, said method comprising administering a therapeutically effective amount of a compound according to any of claims 1-22.

47. A method for inhibiting cholesterol absorption, said method comprising administering a therapeutically effective amount of a compound according to any of claims 1-22.

48. A compound according to any of claims 1-22 for use as a medicament.

49. Use of a compound according to any of claims 1-22 for the preparation of a medicament for the prevention or treatment of an LXR mediated disease or condition.

50. Use of a compound according to any of claims 1-22 for the preparation of a medicament for the prevention or treatment of cardiovascular disease.

51. Use of a compound according to any of claims 1-22 for the preparation of a medicament for the prevention or treatment of atherosclerosis.

52. Use of a compound according to any of claims 1-22 for the preparation of a medicament for the prevention or treatment of inflammation.

53. Use of a compound according to any of claims 1-22 for the preparation of a medicament for increasing reverse cholesterol transport.

54 Use of a compound according to any of claims 1-22 for the preparation of a medicament for inhibiting cholesterol absorption.

55. A pharmaceutical composition comprising a compound according to any of claims 1-22 for use in the prevention or treatment of an LXR mediated disease or condition.

56. A compound according to any one of claims 1-22 wherein at least one of R^4, R^5, R^6, R^7, R^8 or R^9 is defined as follows:
wherein at least one R^4 or R^5 is C_1-C_4 alkyl; or
at least one of R^6 of R^7 is C_1-C_4 alkyl; or
both of R^8 or R^9 are independently C_1-C_4 alkyl.

57. A compound according to any one of claims 1-22 wherein at least one R^4 or R^5 is methyl.

58. A compound according to any one of claims 1-22 wherein:
any one of R^4 or R^5 is not H or
any one of R^6 or R^7 is not H or
R^8 and R^9 are each C_1-C_4 alkyl when
Z is CH or CR^3 and k is 0-4 or Z is N and k is 0-3;
p is 0-8;
n is 2-8;
q is 0 or 1;
Q is selected from optionally unsubstituted or substituted C_3-C_8 cycloalkyl, phenyl and mono-cyclic Het;
W^1 and W^2 are each independently optionally unsubstituted or substituted C_3-C_8 cycloalkyl or aryl;
each R^1 and R^2 is independently selected from H, C_1-C_6 alkyl, -OH, -O-C_1-C_6 alkyl, -SH, and -S-C_1-C_6 alkyl;
each R^3 is the same or different and is independently selected from halo, cyano, nitro, $-CONR^{12}R^{13}$, $-COR^{14}$, $-SR^{11}$, $-SO_2R^{11}$, $-SOR^{14}$, $-OCOR^{14}$ and optionally unsubstituted or substituted C_1-C_6 alkyl, C_3-C_6 alkenyl, 5-6 membered-Het, $-C_0$-C_6 alkyl-CO_2R^{11}, or $-C_0$-C_6 alkyl-$NR^{12}R^{13}$.